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**From:** robert.lemons@weil.com  
**Sent:** Tuesday, July 07, 2009 2:26 PM  
**To:** Oren.Haker@cwt.com  
**Cc:** Feldman, MatthewDisabled; Nathanson, PaulDisabled; francis.s.jaworski@gm.com  
**Subject:** Re: PBGC settlement  
**Attachments:** ATT1417757.gif

I spoke to GM. They're ok with sending it now as long as the transmission indicates that GM has not yet provided comments, but expects to have several substantive comments.

Robert Lemons  
Weil Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
212-310-8924 (phone)  
212-310-8007 (fax)

"Haker, Oren" <Oren.Haker@cwt.com>  
07/07/2009 01:34 PM

To  
robert.lemons@weil.com  
cc  
matthew.feldman@do.treas.gov, paul.nathanson@do.treas.gov  
Subject  
Re: PBGC settlement

Rob,

We are inclined to send this to them now. It'll advance the ball in light of timeframe and facilitate discussions planned for later today. We can make it very clear that the terms in the draft have not been agreed to.

Can you reconsider here?

From: robert.lemons@weil.com <robert.lemons@weil.com>

To: Haker, Oren

Cc: Matt Feldman <Matthew.Feldman@do.treas.gov>; paul nathanson <paul.nathanson@do.treas.gov>

Sent: Tue Jul 07 13:24:11 2009

Subject: Re: PBGC settlement

There may be some provisions in there that we have issues with and wouldn't want to have the PBGC get fixated on and insist on retaining. I don't know whether that will be the case, but I'm not sure what comments Frank and Mike will have.

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From: "Haker, Oren" [Oren.Haker@cwt.com]  
Sent: 07/07/2009 01:17 PM AST  
To: Robert Lemons  
Cc: matthew.feldman@do.treas.gov; paul.nathanson@do.treas.gov  
Subject: Re: PBGC settlement

Rob,

We just don't see the harm in sending them a draft subject to the caveat that GM nor UST has not yet provided comments, especially given the need and desire among all to get this done asap.

Oren

From: robert.lemons@weil.com <robert.lemons@weil.com>  
To: Hassel, Lonie (lah@groom.com) <LHassel@groom.com>; Haker, Oren  
Cc: Ron Meisler <Ron.Meisler@skadden.com>; Herriott, Allison V  
<Allison.V.Herriott@skadden.com>; Francis Jaworski <francis.s.jaworski@gm.com>; Rick  
Westenberg <rick.westenberg@gm.com>; michael.kam@weil.com <michael.kam@weil.com>  
Sent: Tue Jul 07 12:11:29 2009  
Subject: Re: PBGC settlement  
GM thinks it is premature to send it now, as GM hasn't commented yet and will have comments on sections of the document in addition to the placeholder. We expect to be able to provide comments later today or this evening.  
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From: "Hassel, Lonie (lah@groom.com)" [LHassel@groom.com]  
Sent: 07/07/2009 11:57 AM AST  
To: "Oren.Haker@cwt.com" <Oren.Haker@cwt.com>; Robert Lemons  
Cc: "'Meisler, Ron E'" <Ron.Meisler@skadden.com>; "Herriott, Allison V"  
<Allison.V.Herriott@skadden.com>  
Subject: PBGC settlement

The PBGC lawyers (Karen Morris and John Menke) have asked us to send a draft of the current PBGC/Delphi/GM settlement agreement, which contains a placeholder for the description of how the Hourly Plan will be dealt with.

I think they want to get up to speed on the paper, given the fact that this deal is moving fast. Do you have any objection to sending the current draft to PBGC, with appropriate caveats?

Lonie Hassel

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